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Tiffany Thrower

Tarrant County Texas

3/15/2011 8:43 AM D211060609

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NOTICE OF CONFIDENTIALITY RIGHTS: IF YOU ARE A NATURAL PERSON, YOU MAY REMOVE OR STRIKE ANY OF THE FOLLOWING INFORMATION FROM THIS INSTRUMENT BEFORE IT IS FILED FOR RECORD IN THE PUBLIC RECORDS: YOUR SOCIAL SECURITY NUMBER OR YOUR DRIVER'S LICENSE NUMBER.

AMENDMENT TO OIL AND GAS LEASE

STATE OF TEXAS §
 §
 COUNTY OF TARRANT §

THAT, WHEREAS, on September 1, 2007 ("Effective Date"), Tiffany Thrower, a single woman, as Lessor(s), executed and delivered unto Kerr Energy, L.L.C., as Lessee, an Oil and Gas Lease covering 0.1480 acres of land, more or less, recorded in County Clerk's File No. D207385597, Official Public Records, Tarrant County, Texas, and being described as follows:

Lot 1, Block 1, of BOSTON HEIGHTS Addition, an Addition to the City of Benbrook according to Plat Recorded in Volume 388-31, Page 31, plat records of Tarrant County, Texas, containing .1480 acres, more or less.

WHEREAS, Chesapeake Exploration, L.L.C., an Oklahoma limited liability company, is the present owner and holder of said lease and all rights thereunder or incident thereto and has requested that the Lessor amend the provisions of the lease.

WHEREAS, TOTAL E&P USA, Inc., whose address is 1201 Louisiana Street, Suite 1800, Houston, Texas 77002, acquired an undivided 25% interest in Chesapeake's working interest in the aforementioned Lease and has requested that the Lessor amend the provisions of the lease

For adequate consideration, and the further consideration of the obligations and agreements contained in the Lease, Lessor and Lessee agree to amend the Lease by inserting the following into the Lease, as if it were originally contained therein:

"Lessor hereby grants, assigns and conveys unto Lessee, its successors and assigns, a perpetual subsurface well bore easement under and through the leased premises for the placement of well bores (along routes selected by Lessee) from oil or gas wells the surface locations of which are situated on other tracts of land and which are not intended to develop the leased premises or lands pooled therewith and from which Lessor shall have no right to royalty or other benefit. Such subsurface well bore easements shall run with the land and survive any termination of this lease."

LESSOR warrants to be the owner of the Lands and the minerals in and under the Lands with full right and authority to amend the provisions of the Lease.

THIS Amendment shall extend to and be binding upon both Lessor and Lessee, and their respective heirs, executors, administrators, successors, and assigns. Except as stated in this Amendment, the Lease shall continue in full force and effect as to all of its other terms and provisions.

THIS Amendment is signed by the Lessor as of the date of acknowledgement of the Lessor's signatures, but is effective for all purposes as of the Effective Date shown above.

Lessor:

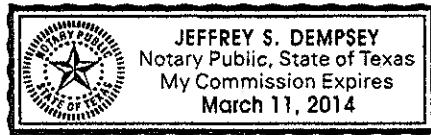
Signature: *Tiffany Thrower*

Printed Name: Tiffany Thrower

STATE OF TEXAS §
 §
 COUNTY OF TARRANT §

ACKNOWLEDGEMENT §

This instrument was acknowledged before me on this 24th day of November, 2010 by Tiffany Thrower.



Jeffrey S. Dempsey
 Notary Public, State of Texas

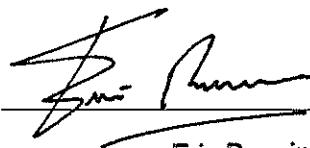
TX 41874702-000

Lessee:

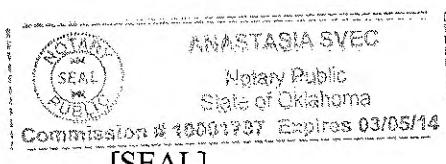
Chesapeake Exploration, L.L.C.,
an Oklahoma limited liability company

By: Printed Name: Henry J. HoodTitle: Sr. Vice President - Land
and Legal and General Counsel

TOTAL E&P USA, INC.
A Delaware Corporation

By: Printed Name: Eric Bonnin
Vice President, Business Development & StrategyTitle: NYTHE STATE OF OKLAHOMA §COUNTY OF OKLAHOMA §

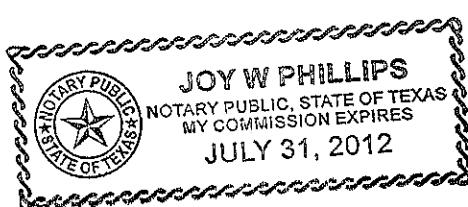
This instrument was acknowledged before me on the 25th day of February, 2011, by Henry J. Hood, Executive Sr. Vice President—Land and Legal and General Counsel of Chesapeake Exploration, L.L.C., an Oklahoma limited liability company, as the act and deed of such limited liability company on behalf of said limited liability company.

Notary Public, State of OKLAHOMA

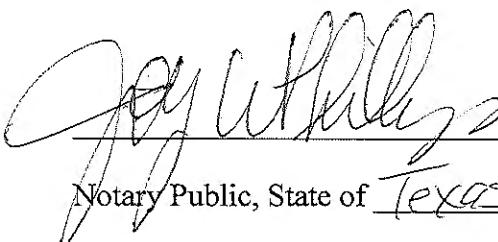
STATE OF TEXAS §
COUNTY OF Harris §

ACKNOWLEDGEMENT §

The foregoing instrument was acknowledged before me this 7th day of March, 2011, by Eric Bonnin, Vice President Business Development & Strategy of TOTAL E&P, USA, Inc., a Delaware corporation, as the act and deed and on behalf of such corporation.



[SEAL]


 Notary Public, State of TEXAS